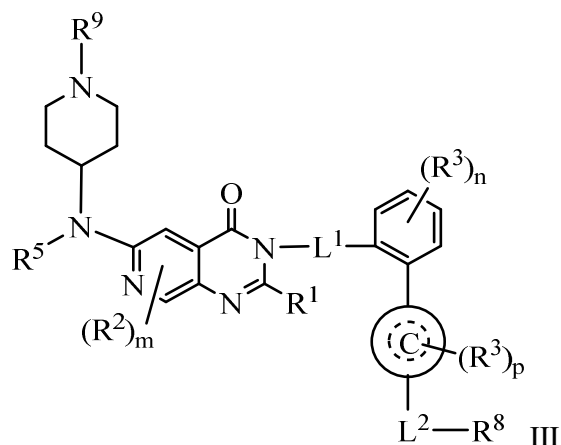


CLAIMS

1. A compound of Formula III:



or a pharmaceutically acceptable salt thereof, wherein:

L^1 is $-(CH_2)-$, $-(CH_2)_2-$, $-(CH_2)_3-$, $-CH((C_1-C_8)alkyl)(CH_2)-$, $-CH((C_1-C_8)alkyl)(CH_2)_2-$, $-(CH_2)_2-O-$, $-CH_2CH=CH-$, $-CH_2C\equiv C-$ or $-CH_2(cyclopropyl)-$;

L^2 is $-C(R^6)(R^6)-$, $-C(R^6)(R^6)C(R^6)(R^6)-$, $-C(R^6)=C(R^6)-$, $-N(R^5)C(R^6)(R^6)-$, $-OC(R^6)(R^6)-$, $-C(=O)-$, $-C(=O)N(R^5)C(R^6)(R^6)-$ or a bond;

Ring C is a heteroaryl;

R^1 is H, OH, halo, CN, $(C_1-C_8)alkyl$, $(C_1-C_8)haloalkyl$, $(C_3-C_6)cycloalkyl$ or NR^5R^5 ;

R^2 is independently H, halo, CN, NO, NO_2 , $C\equiv H$, $(C_1-C_8)alkyl$, $(C_1-C_8)haloalkyl$, CH_2SR^5 , OR^5 , NHR^5 , NR^5R^5 , $[(C_1-C_8)alkylene]heterocyclyl$, $[(C_1-C_8)alkylene]heteroaryl$, $[(C_1-C_8)alkylene]NHR^5$, $[(C_1-C_8)alkylene]NR^5R^5$, $[(C_1-C_8)alkylene]NR^5R^5$, $C(O)R^5$, $C(O)OR^5$, $C(O)NHR^5$, $C(O)NR^5R^5$, SR^5 , $S(O)R^5$, SO_2R^5 , SO_2NHR^5 , $SO_2NR^5R^5$, $NH(CO)R^6$, $NR^5(CO)R^6$, aryl, heteroaryl, cycloalkyl or heterocyclyl;

R^3 is independently OH, halo, CN, NO_2 , $(C_1-C_6)alkyl$, $(C_1-C_6)haloalkyl$, $(C_1-C_6)alkoxy$, $C\equiv H$, NHR^7 , NR^7R^7 , CO_2H , CO_2R^7 , $[(C_1-C_3)alkylene](C_1-C_3)alkoxy$, $[(C_1-C_3)alkylene]CO_2H$, $(C_3-C_5)cycloalkyl$, $=O$, $=S$, SR^7 , SO_2R^7 , $NH(CO)R^7$ or $NR^7(CO)R^7$;

R^5 is independently H, $(C_1-C_3)alkyl$, $(C_1-C_3)haloalkyl$, $(C_3-C_5)cycloalkyl$ or heterocyclyl;

R^6 is independently H, OH, halo, CN, $(C_1-C_3)alkyl$, $(C_1-C_3)haloalkyl$, $(C_1-C_3)alkoxy$, NHR^7 , NR^7R^7 , CO_2H , $[(C_1-C_3)alkylene]CO_2H$, $(C_3-C_5)cycloalkyl$, SR^7 , $NH(CO)R^7$ or $NR^7(CO)R^7$;

R^7 is independently H, (C₁-C₈)alkyl, (C₁-C₈)haloalkyl, cycloalkyl, heterocyclyl, aryl or heteroaryl;

R^8 is H, OH, CO₂H, CO₂R⁷, CF₂C(R⁶)₂OH, C(R⁶)₂OH, C(CF₃)₂OH, SO₂H, SO₃H, CF₂SO₂C(R⁶)₃, CF₂SO₂N(H)R⁵, SO₂N(H)R⁵, SO₂N(H)C(O)R⁶, C(O)N(H)SO₂R⁵, C(O)haloalkyl, C(O)N(H)OR⁵, C(O)N(R⁵)OH, C(O)N(H)R⁵, C(O)NR⁵C(O)N(R⁵)₂, P(O)(OR⁵)OH, P(O)(O)N(H)R⁵, P(O)(C(R⁶)₃)C(R⁶)₃, B(OH)₂, heterocyclyl or heteroaryl;

R^9 is H, (C₁-C₈)alkyl, (C₁-C₈)haloalkyl, cycloalkyl or heterocyclyl;

m is 0, 1, or 2;

n is 0, 1, 2 or 3;

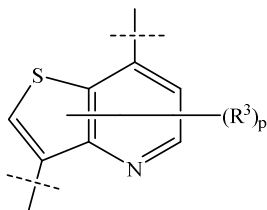
p is 0, 1, 2 or 3;

wherein any alkyl, alkylene, cycloalkyl, heterocyclyl, heteroaryl or aryl is optionally substituted with 1, 2 or 3 groups selected from OH, CN, SH, SCH₃, SO₂CH₃, SO₂NH₂, SO₂NH(C₁-C₄)alkyl, halogen, NH₂, NH(C₁-C₄)alkyl, N[(C₁-C₄)alkyl]₂, NH(aryl), C(O)NH₂, C(O)NH(alkyl), CH₂C(O)NH(alkyl), COOH, COOMe, acetyl, (C₁-C₈)alkyl, (C₁-C₈)haloalkyl, O(C₁-C₈)alkyl, O(C₁-C₈)haloalkyl, (C₂-C₈)alkenyl, (C₂-C₈)alkynyl, thioalkyl, cyanomethylene, alkylaminyl, alkylene-C(O)NH₂, alkylene-C(O)-NH(Me), NHC(O)alkyl, CH₂-C(O)-(C₁-C₈)alkyl, C(O)-(C₁-C₈)alkyl, and alkylcarbonylaminy.

2. The compound or the salt of claim 1, wherein L¹ is a bond.

3. The compound or the salt of claim 1, wherein Ring C is heteroaryl.

4. The compound or the salt of claim 1, wherein Ring C is



5. The compound or the salt of claim 1, wherein R¹ is H, (C₁-C₈)alkyl or (C₁-C₈)haloalkyl.

6. The compound or the salt of claim 1, wherein R² is halo, CN, (C₁-C₈)alkyl, (C₁-C₈)haloalkyl or OR⁵.

7. The compound or the salt of claim 1, wherein R² is halo, CN or (C₁-C₈)haloalkyl.

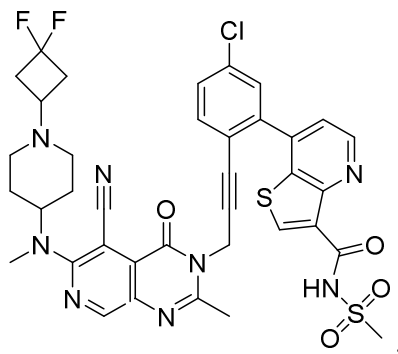
8. The compound or the salt of claim 1, wherein R^5 is H, (C₁-C₃)alkyl or (C₁-C₃)haloalkyl.

9. The compound or the salt of claim 1, wherein R^8 is CO₂H or C(O)N(H)SO₂R⁵.

10. The compound or the salt of claim 1, wherein R^9 is cycloalkyl or heterocyclyl.

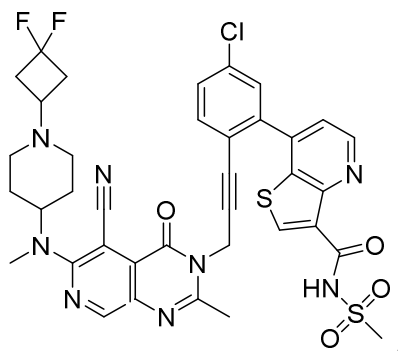
11. The compound or the salt of claim 1, wherein p = 0 or 1.

12. A compound having the formula:

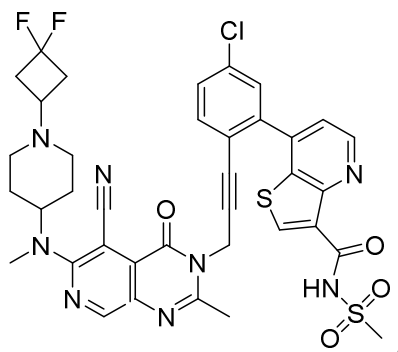


or a pharmaceutically acceptable salt thereof.

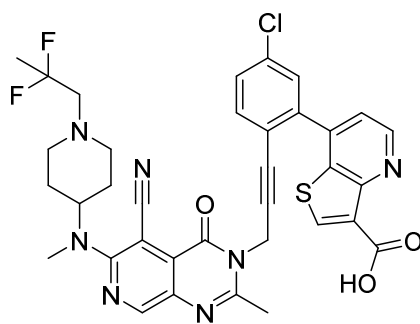
13. A compound having the formula:



14. A pharmaceutically acceptable salt of a compound having the formula:

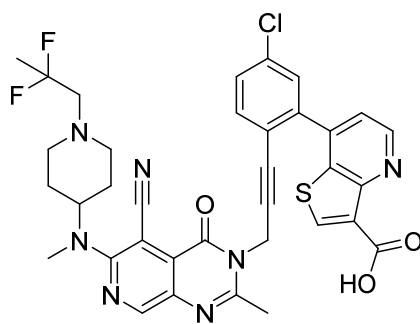


15. A compound having the formula:

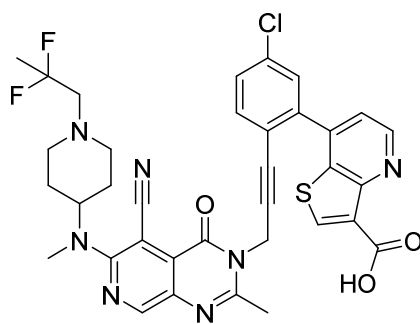


or a pharmaceutically acceptable salt thereof.

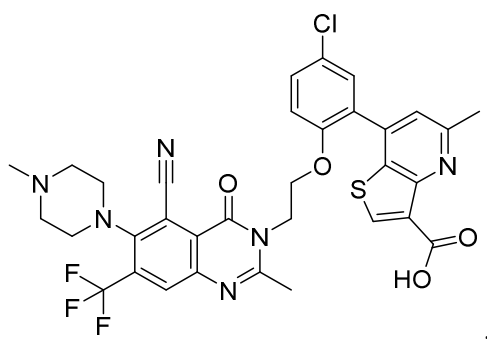
16. A compound having the formula:



17. A pharmaceutically acceptable salt of a compound having the formula:

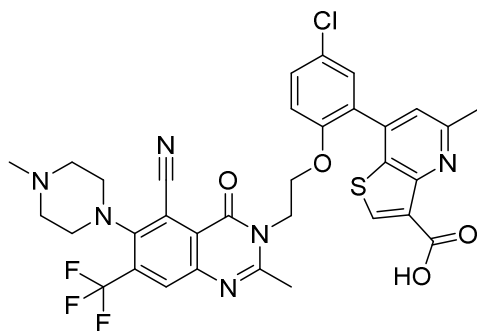


18. A compound having the formula:

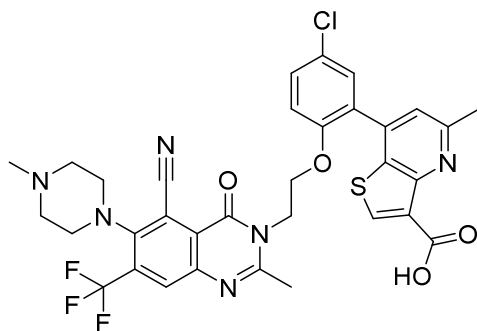


or a pharmaceutically acceptable salt thereof.

19. A compound having the formula:



20. A pharmaceutically acceptable salt of a compound having the formula:



21. A pharmaceutical composition comprising:

- (a) a compound or a salt of any one of claims 1-20; and
- (b) a pharmaceutically acceptable carrier, diluent, or excipient.

~~22. A method of treating cancer, comprising administering to an individual in need thereof a therapeutically effective amount of a compound or a salt of any one of claims 1-20.~~

~~23. The method of claim 22, wherein the cancer is colon cancer, gastric cancer, thyroid cancer, lung cancer, leukemia, B-cell lymphoma, T-cell lymphoma, hairy cell lymphoma, Hodgkin's lymphoma, non-Hodgkin's lymphoma, Burkitt's lymphoma, pancreatic cancer, melanoma, brain cancer, CNS cancer, renal cancer, prostate cancer, ovarian cancer, or breast cancer.~~

~~24. The method of claim 23, wherein the cancer is a metastatic cancer.~~

~~25. The method of claim 23, wherein the cancer is breast cancer, prostate cancer, or lung cancer.~~

~~26. The method of claim 25, wherein the cancer is breast cancer.~~

~~27. The method of claim 26, wherein the breast cancer is hormone receptor positive breast cancer.~~

~~28~~22. Use of a compound or a salt of any one of claims 1-20 in the manufacture of a medicament for treating cancer.

23. The use of claim 22, wherein the cancer is colon cancer, gastric cancer, thyroid cancer, lung cancer, leukemia, B-cell lymphoma, T-cell lymphoma, hairy cell lymphoma, Hodgkin's lymphoma, non-Hodgkin's lymphoma, Burkitt's lymphoma, pancreatic cancer, melanoma, brain cancer, CNS cancer, renal cancer, prostate cancer, ovarian cancer, or breast cancer.

24. The use of claim 23 wherein the cancer is a metastatic cancer.

25. The use of claim 23, wherein the cancer is breast cancer, prostate cancer, or lung cancer.

26. The use of claim 25, wherein the cancer is breast cancer.

27. The use of claim 26, wherein the breast cancer is hormone receptor positive breast cancer.

~~29~~28. The pharmaceutical composition of claim 21 for use in treating cancer.